



Sheppard Mullin Richter & Hampton LLP  
333 South Hope Street 43rd Floor  
Los Angeles, CA 90071-1422  
213-620-1780 main  
213-620-1398 main fax

**Remittance Copy**  
*Please return this page with your payment.*

William L. Harper, Esq.  
Gelfand, Rennert & Feldman, LLP  
1880 Century Park East, Suite 1600  
Los Angeles, CA 90067

SMRH Tax ID 95-1463164  
February 28, 2014  
Invoice 223138288

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH JANUARY 31, 2014

Current Fees	\$ 55,456.00
Total Current Activity	<u>\$ 55,456.00</u>
Total Due for This Invoice	<u>\$ 55,456.00</u>

Payment Terms: Balance due upon receipt of this statement.

# Sheppard Mullin

Sheppard Mullin Richter & Hampton LLP  
333 South Hope Street 43rd Floor  
Los Angeles, CA 90071-1422  
213-620-1780 main  
213-620-1398 main fax

***PLEASE NOTE THAT OUR WIRING INSTRUCTIONS HAVE CHANGED***

***ALL PAYMENTS SHOULD BE REMITTED TO THE WELLS FARGO ACCOUNT DETAILED BELOW***

## **Wire (Teleremittance) Instructions**

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Wells Fargo Bank, N.A.  
420 Montgomery St.  
San Francisco, CA 94104

ABA Routing Number 121000248

Swift Address: WFBIUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP  
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

Payment Terms: Balance due upon receipt of this statement.



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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
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February 28, 2014  
 Invoice 223138288  
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FOR PROFESSIONAL SERVICES THROUGH 01/31/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
01/02/14	Conferred with K. Anderson regarding case.	3000	.20 hrs.
01/03/14	Follow up with N. Benafordo re collaboration with UMG/Capitol; discussion re Stipulation and Order of Confidentiality; draft Requests fro Production regaridng damages.	0295	1.60 hrs.
01/03/14	Internal conference with Tom Monahan. Meeting with Ted Max regarding discovery status. Corresponded with Tom Monahan. Reviewed correspondence.	2618	2.50 hrs.
01/05/14	Work on and prepare draft Second Set of Requests for Production; email to K. Anderson regarding draft Second Set of Requests for Production.	0295	1.40 hrs.
01/06/14	Teleconference with N. Benfarado re discovery and scheduling of depositions, sharing of discovery and research re Trouble Funk and TufAmerica, and follow up regarding experts and joint defense agreement.	0295	1.10 hrs.
01/07/14	Email and follow up with K. Anderson re draft damages discovery requests to TufAmerica, inc.; emails and teleconfs. to N. Benafardo re UMG/Capitol coordination and re Stipulation and Order of Confidentiality.	0295	1.30 hrs.
01/07/14	Reviewed Second Requests for Production.	2618	.30 hrs.
01/08/14	Email to K. Anderson regarding discovery requests; meet with K. Anderson and T. Monahan; telephone conference with N. Benforado regarding draft discovery responses; prepare and finalize discovery request (send set of request for production); emails to K. Talcott and A. Bart regarding same; email to A. Bart regarding call regarding experts and discovery.	0295	1.90 hrs.



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#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
01/08/14	Reviewed UMG Requests and Interrogatories. Prepared for and meeting with Ted Max and Tom Monahan. Reviewed TufAmerica responses to document request and interrogatories. Telephone call to Kelly Talcott. Corresponded with Ted Max and Tom Monahan. Internal conference with Ted Max and Tom Monahan.	2618	3.70 hrs.
01/08/14	Met with K. Anderson and T. Max regarding Tuf America case. Revised document requests to plaintiff and finalized for signature. Served Tuf America requests. Drafted Tuf America task list and circulated to litigation team.	3000	1.60 hrs.
01/09/14	Emails and teleconference regarding Stipulation and Order of Confidentiality and conference regarding experts; meet with K. Anderson regarding experts and scheduling; teleconference with A. Bart and N. Benfardo regarding experts and scheduling; email regarding conference call.	0295	1.90 hrs.
01/09/14	Worked on discovery issues and related documents and fact research.	2618	3.50 hrs.
01/10/14	Discussion with T. Monahan regarding discovery; email to A. Bart and K. Talcott regarding conference call; telephone conference with A. Bart; K. Talcott; K. Anderson and N. Benfarado regarding expert exchange; execute and circulate Stipulation and Order of confidentiality.	0295	2.10 hrs.
01/10/14	Participate in call regarding discovery scheduling and other issues with K. Anderson, T. Max and opposing counsel.	3000	.40 hrs.
01/13/14	Follow up with K. Talcott re Stipulation and Order of Confidentiality; email and teleconf. with N. Benforado re same and re cooperation between defendants' counsel.	0295	.40 hrs.



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#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
01/14/14	Provide Stipulation and Order of Confidentiality to B. Simpson; draft letter to Judge Nathan regarding extension of discovery deadline; meet with M. Monahan regarding discovery and deposition notices; discussion regarding Rule 30(b)(6) Notice of Deposition on TufAmerica, Inc.; email to K. Anderson regarding witnesses and deponents; email to K. Anderson regarding discovery projects.	0295	3.20 hrs.
01/14/14	Drafted form notice of deposition and 30(b)(6) notice of deposition. Conferred with T. Max regarding potential witnesses and other issues.	3000	1.40 hrs.
01/14/14	Reviewed Defendants' Second Set of Request for Production for compliance with applicable rules and procedure; Reviewed, scanned document into PDF-A compliance, and submitted Stipulation an Order of Confidentialty to the Orders and Judgment's clerk at the US Southern District of New York for Judge Nathan signature, Southern District of New York, per T. Max (Monster) - Drafted, edited, and finalized notice of appearance for Paul Garrity on behalf of plaintiffs; Scanned, covverted document into PDF-A compliance and eFiled notice of appearance for P. Garrity on behalf of plaintiffs with the clerk's office, U.S. Southern District of New York	6472	1.50 hrs.
01/15/14	Meet with T. Monahan re discovery responses from TufAmerica; work on and discuss deponents and Rule 30(b)(6) subject matters; provide copies of Complaint and Amend Complaint; prepare letter to Judge Allison Nathan, United States District Court for the Southern District of New York.	0295	2.10 hrs.
01/15/14	Reviewed extension letter. Internal conference with Ted Max regarding discovery. Additional correspondence regarding extension letter. Reviewed and revised Ferrara engagement letter. Prepared for and meeting with Ted Max and Tom Monahan. Follow-up and telephone calls to fact providers.	2618	5.20 hrs.



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#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
01/15/14	Conformed deposition notice form to witnesses identified by T. Max. Conducted research regarding surviving members of Trouble Funk in order to identify potential deposition witnesses. Drafted topics for 30(b)(6) notice. Drafted Joint Defense Agreement. Met with K. Anderson and T. Max regarding discovery status and other outstanding issues.	3000	6.20 hrs.
01/16/14	Email to K. Talcott re death of Robert Reed; work on and prepare letter to The Honorable Allison Nathan regarding re request for extension; meet with T. Monahan re discovery and Request for Production and Rule 26(f) Disclosures; discussion re issues and discovery schedule.	0295	1.10 hrs.
01/16/14	Prepared for and teleconference with David Baum. Internal conferences with Ted Max. Reviewed revised extension letter. Reviewed correspondence regarding Robert Reed. Corresponded with Ted Max. Reviewed Plaintiff's Disclosures and correspondence from Ted Max regarding Robert Reed.	2618	2.10 hrs.
01/16/14	Revised ruel 30(b)(6) notice per comments from T. Max.	3000	.70 hrs.
01/17/14	Review Notices of Deposition and Rule 30 (b)(6) Notice for TufAmerica, Inc. review and revise draft letter to Judge Nathan regarding extension of time to complete discovery and Second Civil Case Management Plan and Order; telephone conference with N. Benfarado; meet with K. Anderson regarding discovery tasks and schedule; deliver regarding letter to Judge Nathan.	0295	3.10 hrs.
01/17/14	Internal conferences with Ted Max. Status meeting. Corresponded with Ted Max. Reviewed final extension letter. Reviewed discovery documents. Transmitted comments.	2618	3.30 hrs.
01/17/14	Meeting with K. Anderson and T. Max. Revised deposition notices with corrected dates and revised 30(b)(6) notice per final comments from T. Max. Finalized and served deposition notices. Updated and circulated case task list.	3000	3.20 hrs.



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<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
01/19/14	Review and revise draft retainer letter to L. Ferrara, Ph.D.	0295	.30 hrs.
01/19/14	Reviewed and revised Larry Ferrara engagement letter. Corresponded with Ted Max. Corresponded with Larry Ferrara. Corresponded to Tom Monahan with To Do List updates.	2618	1.00 hrs.
01/20/14	Reviewed joint defense agreement. Drafted memo to Ted Max and Tom Monahan. Corresponded with Larry Fererra. Memo to Ted Max and Tom Monahan. Corresponded with Tex Max.	2618	2.50 hrs.
01/21/14	Email to K. Anderson and T. Monahan re Amended Case Management Plan and Order; prepare and send email to opposing counsel and co-defendants re designation of experts, exchange of expert reports, and expert discovery; discussion with B. Simpson re docketing of same deadlines; review draft summary of discovery requests; email to K. Anderson and T. Monahan re edits and suggestions to summary of discovery requests; follow up re Stipulation and Order of Confidentiality.	0295	2.90 hrs.
01/21/14	Reviewed correspondence and Judge Nathan's Order with revised case management plan. Reviewed MP3's of iTunes versions of Lets Get Small and Say What. Corresponded with Larry Ferrara. Reviewed document request summary. Drafted correspondence to John Silva and Pete Smith. Teleconference with Larry Ferrara.	2618	5.60 hrs.
01/21/14	Coordinated download and distribution of Trouble Funk MP3s. Drafted summary of plaintiff's document requests for transmittal to clients. Finalized retainer letter with musicology expert and coordinated distribution.	3000	1.30 hrs.
01/23/14	Reviewed correspondence and article on Raging Bull laches case. Corresponded with Larry Ferrara. Corresponded with Paul Geluso. Prepared for and teleconference with Paul Geluso. Prepared for and teleconference with Larry Ferrara.	2618	3.60 hrs.



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<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
01/24/14	Email to K. Anderson and T. Monahan re selection of experts and background re P. Geluso and PACER and LEXIS/NEXIS searches; follow up with N. Benforado re discovery cooperation and follow up regarding discovery and deposition scheduling; review background regarding Trouble Funk and discussion regarding surviving TufAmerica band members.	0295	1.20 hrs.
01/24/14	Reviewed Paul Geluso's VC materials. Internal conference with Ted Max.	2618	.60 hrs.
01/27/14	Telephone conference with T. Monahan regarding timing of deposition notices; email to K. Talcott regarding discovery scheduling of depositions; email to K. Anderson regarding discovery and experts.	0295	.60 hrs.
01/27/14	Follow-up with John Silva and Pete Smith regarding discovery requests. Reviewed expert Paul Geluso's prior opinion cites. Memo to Ted Max.	2618	3.00 hrs.
01/27/14	[TufAmerica] (1.7) Conducted research regarding P. Geluso expert depositions and reports and reviewed court decisions that considered those reports. Drafted emails circulating research to K. Anderson and T. Max.	3000	1.70 hrs.
01/28/14	Follow-up with K. Talcott my email regarding deposition scheduling; dismiss with K. Anderson regarding same.	0295	.60 hrs.
01/29/14	Follow-up with K. Anderson regarding request for production; email and teleconference with K. Talcott and N. Benafardo regarding discovery and follow-up regarding same.	0295	.60 hrs.
01/29/14	Teleconference with Pete Smith. Drafted memo to file. Corresponded with Mike, Adam and Dechen regarding document production. Reviewed correspondence and materials from Pete Smith. Corresponded with Ted Max. Corresponded with Pete Smith.	2618	2.00 hrs.

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01/30/14	Emails with N. Benafardo; email to T. Monahan and B. Simpson regarding docketing of Notices of Deposition of UMG/Capitol; email with T. Monahan regarding Lexis/Nexis.	0295	1.90 hrs.
01/30/14	Reviewed Mike Diamond's correspondence regarding document production. Corresponded with Ted Max. Corresponded with Mike Diamond.	2618	.30 hrs.
01/30/14	Drafted retainer letter to P. Geluso. Compiled K. Anderson emails for production and coordinated their assembly for electronic review.	3000	1.40 hrs.
01/30/14	Prepared email files for upload to review database.	1449	1.50 hrs.
01/31/14	Reviewed various ECF filings for compliance with applicable rules and procedure	6472	1.50 hrs.

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	29.30	\$ 675.00	\$ 19,777.50
2618	Kenneth B. Anderson	39.20	\$ 675.00	\$ 26,460.00
3000	Thomas Monahan	18.10	\$ 460.00	\$ 8,326.00
6472	Brian Simpson	3.00	\$ 195.00	\$ 585.00
1449	Giles Mitchell	1.50	\$ 205.00	\$ 307.50

**Total Fees for Professional Services**

**\$ 55,456.00**



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SMRH Tax ID 95-1463164  
March 31, 2014  
Invoice 223146765

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH FEBRUARY 28, 2014

Current Fees	\$ 24,063.50
Current Disbursements	\$ 3.44
Total Current Activity	\$ 24,066.94
Courtesy Discount	<hr/> \$ (5,000.00)
Total Due for This Invoice	<hr/> \$ 19,066.94

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ABA Routing Number 121000248

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March 31, 2014  
 Invoice 223146765  
 Page 2 of 6

FOR PROFESSIONAL SERVICES THROUGH 02/28/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
10/01/13	Read letter from K. Talcott regarding response to request for bifurcation of discovery; email to K. Anderson, A. McMullan, B. Cohen and J. Ray regarding same; email to B. Cohen regarding Initial Disclosures pursuant to Federal Rule of Civil Procedure Rule 26(a)(1).	0295	3.80 hrs.
10/02/13	Email to A. McMullan, B. Cohen and J. Ray regarding Judge Nathan's Scheduling Order regarding October 17, 2013 Conference regarding bifurcation; follow-up with K. Anderson regarding same; email to K. Anderson regarding scheduling anddocket; discussion re: Initial Disclosures,	0295	1.80 hrs.
10/03/13	Discussion with K. Anderson regarding discovery; work on and prepare draft Interrogatories and Requests for Production.	0295	1.90 hrs.
10/04/13	Review TufAmerica's discovery requests; email to K. Anderson regarding same.	0295	.20 hrs.
10/06/13	Work on and draft Requests for Production and Interrogatories.	0295	1.90 hrs.
10/06/13	Work on and revise draft discovery to TufAmerica (Interrogatories and Requests for Production); email to K. Anderson regarding same.	0295	2.50 hrs.
10/07/13	Work on and prepare Interrogatories and Requests for Production; email to K. Anderson regarding drafts; discussion regarding same.	0295	3.20 hrs.
10/08/13	Email to B. Cohen regarding draft First Set of Interrogatories; work on Requests for Production; discussion with K. Anderson regarding damages discovery.	0295	3.10 hrs.



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**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
10/09/13	Emails and work on First Set of Interrogatories and First Set of Requests for Production; teleconference with C. Higginson regarding same; emails regarding production.	0295	2.10 hrs.
10/10/13	Email to B. Simpson regarding docketing of discovery dates.	0295	.20 hrs.
10/17/13	Email to K. Anderson, A. McMullan, B. Cohen and J. Ray regarding Amended Civil Case Management Plan and Scheduling Order and rejection of bifurcation of discovery.	0295	.80 hrs.
12/09/13	TufAmerica: Prepare letter to Jenner & Block regarding Stipulation v. Beastie Boys.	0295	.20 hrs.
12/20/13	Teleconference with N. Benafardo of Jenner & Block re discovery and follow up regarding experts and prior research regarding chain of title of TufAmerica musical compositions and sound recordings.	0295	.70 hrs.
12/22/13	TufAmerica: Prepare Stipulation and Order and Confidentiality; email to counsel regarding same.	0295	.80 hrs.
12/23/13	TufAmerica: Email to K. Talcott and A. Bart regarding draft Stipulation and Order of Confidentiality.	0295	1.30 hrs.
12/26/13	Received Stipulation for Substitution of Counsel on behalf of Capitol Record, LLC: Jenner & Block LLP shall be and is hereby substituted for Sheppard Mullin Richter & Hampton LLP as attorneys of record for defendant Capitol Records, LLC in this action signed by Judge Alison J. Nathan for compliance with applicable rules and procedure.	6472	.30 hrs.
12/31/13	Reviewed case status. Prepared for meeting with Ted Max.	2618	2.00 hrs.
02/07/14	Reviewed various ECF filings for compliance with applicable rules and procedure.	6472	.60 hrs.



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02/12/14	TufAmerica discovery follow up. Reviewed files. Internal conference with Tom Monahan. Internal conference with Ted Max.	2618	1.60 hrs.
02/13/14	Review correspondence and telephone call with Peter Smith.	2618	.30 hrs.
02/14/14	Reviewed 30(b) Deposition Notice of plaintiff TufAmerica, Inc, and Notice of Depositions of Aaron Fuchs, William Scott, Tony Fisherm, and James Avery for compliance with applicable rules and procedure.	6472	.60 hrs.
02/21/14	Telephone conference with N. Benfarado regarding discovery deadlines; discussion regarding status of TufAmerica, Inc. discovery.	0295	.90 hrs.
02/23/14	Prepare and finalize Joint Defense Agreement.	0295	.60 hrs.
02/24/14	Work on and edit Joint Defense Agreement; teleconference with N. Benforado re status of discovery; emials to K. Talcott re discovery deadlines and failure to respond to Second Set of Requests for Production; meet with K. Anderson, T. Monahan; email to N. Benforado re Joint Defense Agreement.	0295	1.90 hrs.
02/24/14	Prepared for and meeting with Ted Max and Tom Monahan.	2618	.70 hrs.
02/24/14	Reviewed task list and revised joint defense agreement. Meeting with K. Anderson and T. Max regarding discovery and other issues.	3000	.50 hrs.
02/25/14	Follow up with N. Benforado re expert disclosure and deposition scheduling.	0295	.50 hrs.
02/26/14	Emails and teleconference with N. Benfarado regarding expert disclosure and timing; follow-up regarding discovery.	0295	1.10 hrs.
02/27/14	Follow up with N. Benfarado regarding disclosure and expert discovery.	0295	.30 hrs.



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<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
02/28/14	Call with K. Anderson regarding Tuf America discovery.	3000	.30 hrs.
02/28/14	Prepare email files for upload to review database; prepare designated email files for production.	1449	.90 hrs.

#### SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	29.80	\$ 675.00	\$ 20,115.00
2618	Kenneth B. Anderson	4.60	\$ 675.00	\$ 3,105.00
3000	Thomas Monahan	.80	\$ 460.00	\$ 368.00
6472	Brian Simpson	1.50	\$ 194.00	\$ 291.00
1449	Giles Mitchell	.90	\$ 205.00	\$ 184.50
Current Fees				\$ 24,063.50
Courtesy Discount				\$ (5,000.00)
<b>Total Fees for Professional Services</b>				<b>\$ 19,063.50</b>

#### SUMMARY OF DISBURSEMENTS

Postage	3.44
<b>Total Disbursements</b>	<b>\$ 3.44</b>

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Page 6 of 6

## ACCOUNTS RECEIVABLE SUMMARY

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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Total Outstanding Fees and Disbursements

Interest on Outstanding A/R

Fees and Disbursements Due for this Invoice

**Total Due For This Matter**

**REDACTED**



Sheppard Mullin Richter & Hampton LLP  
333 South Hope Street 43rd Floor  
Los Angeles, CA 90071-1422  
213-620-1780 main  
213-620-1398 main fax

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William L. Harper, Esq.  
Gelfand, Rennert & Feldman, LLP  
1880 Century Park East, Suite 1600  
Los Angeles, CA 90067

SMRH Tax ID 95-1463164  
April 30, 2014  
Invoice 223156061

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH MARCH 31, 2014

Current Fees	\$ 23,559.00
Total Current Activity	\$ 23,559.00
Total Due for This Invoice	<u>\$ 23,559.00</u>

Payment Terms: Balance due upon receipt of this statement.

# Sheppard Mullin

Sheppard Mullin Richter & Hampton LLP  
333 South Hope Street 43rd Floor  
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213-620-1780 main  
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***PLEASE NOTE THAT OUR WIRING INSTRUCTIONS HAVE CHANGED***

***ALL PAYMENTS SHOULD BE REMITTED TO THE WELLS FARGO ACCOUNT DETAILED BELOW***

## **Wire (Teleremittance) Instructions**

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Wells Fargo Bank, N.A.  
420 Montgomery St.  
San Francisco, CA 94104

ABA Routing Number 121000248

Swift Address: WFBUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP  
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
 Kenneth B. Anderson

April 30, 2014  
 Invoice 223156061  
 Page 2 of 6

FOR PROFESSIONAL SERVICES THROUGH 03/31/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
02/28/14	Follow up with T. Monahan regarding discovery and initial production; email to K. Talcott regarding same.	0295	.80 hrs.
03/04/14	Teleconf. with N. Benforado re experts and scheduling re depositions and discovery.	0295	.30 hrs.
03/05/14	Review TufAmerica's Responses to UMG/Capitol's First Set of Interrogatories and First Set of Document Requests; email to T. Monahan regarding same; teleconf. to N. Benforado regarding Joint Defense Agreement and coordination of discovery.	0295	.90 hrs.
03/06/14	Email with N. Benforado regarding Joint Defense Agreement; email and follow-up with T. Monahan regarding re-noticing depositions of TufAmerica, Inc. and Trouble Funk witnesses; follow-up with N. Benforado regarding discovery schedule.	0295	1.10 hrs.
03/07/14	Email and telephone conference with N. Benforado regarding discovery; review comments on Joint Defense Agreement.	0295	1.20 hrs.
03/10/14	Telephone conference with N. Benfurado regarding status of discovery; email to T. Monahan regarding letter to K. Talcott and updated discovery; teleconference with N. Benfurado and K. Talcott regarding discovery deadlines and suggestion regarding application to Judge Nathan given his mother's passing for additional time to conclude discovery; prep. and revise letter to K. Talcott and new notices of deposition to TufAmerica, Inc. and band members of Trouble Funk; email to K. Talcott regarding letter to Judge Nathan.	0295	3.90 hrs.
03/10/14	Internal conference with Ted Max.	2618	.20 hrs.



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April 30, 2014  
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 Page 3 of 6

#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
03/10/14	[TUF]: Drafted letter regarding issues with plaintiff's document production. Drafted amended notices of deposition. Conferred with T. Max and K. Anderson regarding discovery, notices of deposition and documents. Reviewed client documents (emails) for responsiveness and privilege.	3000	3.80 hrs.
03/11/14	Email to T. Monahan regarding TufAmerica discovery; follow-up with T. Monahan regarding production by TufAmerica; email an follow-up regarding request for extension and discovery.	0295	1.20 hrs.
03/11/14	Internal conference with tom Monahan. Corresponded with John Silva. Teleconference with Dave Phillips and Tom Monahan. Reviewed Bart comments to Joint Defense Agreement.	2618	2.00 hrs.
03/11/14	[TUF] Completed review of client documents (emails) for responsiveness and privilege. Conferred with K. Anderson regarding relevance and production decisions for specific documents. Calls with K. Anderson and D. Phillips and P. Smith regarding documents for production. Reviewed Plaintiff's production and identified issues. Designated documents in Plaintiff's production to split for review. Completed review of Plaintiff's production.	3000	5.50 hrs.
03/12/14	Emails and telephone conference with N. Benforado; email to K. Talcott regarding scheduling conference call; follow-up with N. Benforado regarding same; discussion with T. Monahan regarding Beastie Boys production.	0295	1.90 hrs.
03/12/14	Conducted additional review of client documents (emails) and plaintiff's production. Reviewed updated civil case management order and correspondence. Drafted notice of appearance.	3000	1.40 hrs.



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April 30, 2014  
 Invoice 223156061  
 Page 4 of 6

#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
03/13/14	Email to T. Monahan regarding TufAmerica's Requests to Admit; email to K. Talcott and N. Benforado regarding conference call; telephone conference with N. Benforado regarding scheduling; conference call with K. Talcott and N., Benforado regarding experts; deposition scheduling and expert discovery.	0295	2.10 hrs.
03/13/14	[TUF] Coordinated loading of documents received from client (emails). Reviewed storage list to request materials specific to plaintiff's requests. Reviewed documents from Gelfand Rennert & Feldman for responsiveness and privilege.	3000	1.90 hrs.
03/14/14	Discussion with T. Monahan re discovery and produciton by TufAmerica and Beasti Boys production.	0295	.90 hrs.
03/14/14	[TUF] Addressed issues regarding location of hard copy documents; redacted sample royalty statements and transmitted to K. Anderson for review.	3000	1.00 hrs.
03/17/14	Email to T. Monahan regaridng discovery dsicover; email to K. Talcott re Requests for Admission and copies of recordings; emails and teleconferences with N. Benforado re discovery deadlines.	0295	.90 hrs.
03/24/14	Follow-up with N. Benforado regarding pretrial discovery and timing with K. Talcott regarding same.	0295	.80 hrs.
03/24/14	[TUF] Reviewed client documents and documents from accountants. Redacted documents from accountants and identified issues with accounting documents. Conferred with T. Max regarding discovery.	3000	4.50 hrs.
03/25/14	Internal conference with Tom Monahan regarding discovery. Corresponded with TufAmerica team.	2618	.40 hrs.

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April 30, 2014  
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 Page 5 of 6

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
03/25/14	[TUF]: Completed reviewed of electronic documents and redactions to UMPG statements. Reviewed UMG statements and began redactions. Conferred with K. Anderson regarding redaction strategy, second level review documents and other strategy calls.	3000	2.30 hrs.
03/27/14	Emails and teleconf. with N. Benforado re deposition scheduling and follow up with regard to discovery.	0295	.50 hrs.
03/28/14	Emails and telephone conference with N. Benfarado regarding deposition scheduling and coordinating depositions; email with K. Anderson regarding same.	0295	1.90 hrs.

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	18.40	\$ 675.00	\$ 12,420.00
2618	Kenneth B. Anderson	2.60	\$ 675.00	\$ 1,755.00
3000	Thomas Monahan	20.40	\$ 460.00	\$ 9,384.00

**Total Fees for Professional Services**

**\$ 23,559.00**

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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
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April 30, 2014  
Invoice 223156061  
Page 6 of 6

## ACCOUNTS RECEIVABLE SUMMARY

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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Total Outstanding Fees and Disbursements  
Interest on Outstanding A/R  
Fees and Disbursements Due for this Invoice  
**Total Due For This Matter**

**REDACTED**

**Sheppard Mullin**

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Los Angeles, CA 90067

SMRH Tax ID 95-1463164  
March 26, 2015  
Invoice 223259551

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH MARCH 31, 2014

Current Disbursements	\$ 33.81
Total Current Activity	<u>\$ 33.81</u>
Total Due for This Invoice	<u>\$ 33.81</u>



Sheppard Mullin Richter & Hampton LLP  
333 South Hope Street, 43rd Floor  
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ABA Routing Number 121000248

Swift Address: WFBUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP  
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

# SheppardMullin

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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
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Page 2 of 3

**SUMMARY OF DISBURSEMENTS**

03/31/14	E-Discovery One-Time Loading Fee, 1 Gigabyte.	30.00
03/12/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 03/01/14 - 03/31/14.	1.10
	Telephone	2.71

**Total Disbursements**

**\$ 33.81**



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October 31, 2014  
Invoice 223213332

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH APRIL 30, 2014

Current Fees	\$ 81,095.50
Total Current Activity	\$ 81,095.50
Total Due for This Invoice	<u>\$ 81,095.50</u>



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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
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October 31, 2014  
 Invoice 223213332  
 Page 2 of 13

FOR PROFESSIONAL SERVICES THROUGH 04/30/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
04/01/14	Follow up with N. Benforado and K. Talcott regarding deposition scheduling; work on and review Joint Defense Agreement and email with N. Benforado regarding the same.	0295	.30 hrs.
04/02/14	TufAmerica, Inc., v Michael Diamond and the Beastie Boys et al. -- Conferred by telephone with Ken Anderson and Thomas Monahan about Copyright Office deposit copy issues regarding the sound recordings involved in the TufAmerica Case. Reviewed list of sound recordings to be researched at the Copyright Office and the Library of Congress.	0311	1.00 hrs.
04/02/14	Email to K. Talcott regarding sound recording of "Say What" and "Let's Get Small," follow-up regarding discovery scheduling; meet with K. Anderson and T. Monahan regarding discovery scheduling and witness prep.; discussion with T. Monahan regarding discovery and deposition preparation.	0295	1.40 hrs.
04/02/14	Corresponded and teleconference with John Silva, Mike and Adam. Prepared for and team meeting. Internal conference with Tom Monahan. Corresponded with Ed Komen. Internal conference with Tom Monahan and Ed Komen. Teleconference with Alasdair McMullan regarding joint defense.	2618	5.20 hrs.
04/02/14	Reviewed documents and productions and revised production decisions based upon conferring with K. Anderson regarding Universal production and analysis of plaintiff's demands. Participated in meeting with K. Anderson and T. Max regarding deposition scheduling and strategy. Reviewed copyright registrations on Copyright Office's website and tracked copyright registrations. Reviewed Island agreement and other documents produced by co-defendants and plaintiff. Call with K. Anderson and E. Komen regarding searches for deposit copies and other issues with trademark registrations.	3000	5.80 hrs.

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 Page 3 of 13

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
04/03/14	TufAmerica v Michael Diamond and the Beastie Boys et al. -- Arranged to secure Copyright Office deposit copies for certain sound recordings involved in the TufAmerica case.	0311	2.10 hrs.
04/03/14	Email to K. Anderson and T. Monahan regarding stipulation regarding Capital Records Rule 30(b)(6) deposition and stipulation regarding same; email to N. Benforado regarding Joint Defense Agreement.	0295	.50 hrs.
04/03/14	Reviewed correspondence from Ed Komen regarding deposit copies. Corresponded to Ted Max and Tom Monahan regarding conversation with Alasdair McMullan regarding joint defense. Reviewed correspondence regarding joint defense. Internal conference with Ted Max. Internal conference with Tom Monahan regarding copyright office materials.	2618	.80 hrs.
04/03/14	Conferred with K. Anderson regarding dates and other issues; call with A. Lucas regarding information for litigation form request for deposit copies.	3000	.80 hrs.
04/04/14	TufAmerica v Michael Diamond et al. -- Worked on securing Copyright Office deposit copies of certain sound recordings, copyright registrations and Copyright Office correspondence and reported on same to Ken Anderson and Thomas Monahan.	0311	.80 hrs.
04/04/14	Email to K. Talcott regarding deposition scheduling and conference call regarding same; email regarding conference call and call with N. Benforado, K. Talcott and T. Monahan regarding scheduling.	0295	1.90 hrs.
04/04/14	Internal conference with Tom Monahan regarding deposition schedule. Corresponded to Mike and Adam. Internal conference with Ted Max and Tom Monahan.	2618	.60 hrs.
04/04/14	Participated in deposition scheduling call with T. Max and counsel for all parties; drafted follow up email to plaintiff's counsel confirming dates.	3000	1.00 hrs.

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**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
04/07/14	Follow up re deposition scheduling with N. Benforado and K. Talcott; discussion with K. Anderson and T. Monahan re discovery and status of cooperation with UMG/Capital; prepare letter to K. Talcott re missing discovery categories.	0295	.70 hrs.
04/07/14	Prepared for and teleconference with Andy Bart et al. Reviewed TTED/Island contract and attachments. Internal conference with Ted Max. Internal conference with Tom Monahan. Reviewed discovery demand correspondence to TufAmerica. Corresponded with clients regarding deposition schedules.	2618	4.00 hrs.
04/07/14	Call with K. Anderson in advance of call with co-defense counsel. Reviewed copyright registrations and other issues in advance of call with co-defense counsel. Participated in call with co-defense counsel. Drafted letter to plaintiff demanding production of copyright certificates and other documents.	3000	3.00 hrs.
04/08/14	Emails and teleconference with N. Benforado re Joint Defense Agreement; discussion with T. Monahan and K. Anderson re deposition strategy and preparation re Trouble Funk and TufAmerica; follow up with N. Benforado regarding chain of title documents.	0295	1.40 hrs.
04/08/14	Conferred regarding privilege issue.	2700	.30 hrs.
04/08/14	Reviewed correspondence regarding TufAmerica depositions. Corresponded with client. Internal conference with Ted Max. Internal conference with Tom Monahan and Kevin Puvalowski regarding discovery issue. Began review of agreements produced by UMG. Corresponded with Ted Max and Tom Monahan.	2618	2.20 hrs.



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04/08/14	Continued research and review of copyright registrations. Drafted email memorandum to K. Anderson and T. Max regarding deposition responsibilities. Began compiling and reviewing documents for depositions. Reviewed incoming document productions from co-defendants.	3000	3.70 hrs.
04/09/14	Follow up with K. Anderson regarding depositions scheduling and scheduling for TufAmerica and Trouble Funk; discussion regarding deposition preparation and the need for clarification from TufAmerica regarding which sound recordings are the basis of TufAmerica's claims.	0295	2.10 hrs.
04/09/14	Reviewed TufAmerica production. Internal conference with Tom Monahan.	2618	.80 hrs.
04/09/14	Continued to review documents and copyright filings to prepare for depositions. Conferred with T. Max and K. Anderson regarding same.	3000	1.90 hrs.
04/09/14	Prepared electronic set of all production documents for hard-copy reproduction set for attorney review.	1449	.50 hrs.
04/10/14	Followed up on securing the deposit copies from the Copyright Office and corresponded with Tom Monahan about same.	0311	.70 hrs.
04/10/14	Work on and prepare for depositions; review documents produced by UMG/Capitol; telephone conference and strategy with N. Benfardo; conference call with N. Benfardo, A. Bart, K. Anderson and T. Monahan regarding TufAmerica lack of study.	0295	3.10 hrs.



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04/10/14	Reviewed TufAmerica correspondence regarding sound recordings. Memo to Ted Max and Tom Monahan. Internal conferences with Ted Max and Tom Monahan. Internal conference with Ted Max regarding new documents and demand to withdrawal complaint. Corresponded with Ted Max and Tom Monahan. Prepared for and teleconference with Andy Bart. Reviewed correspondence. Teleconference with Andy Bart and TufAmerica team.	2618	2.70 hrs.
04/10/14	Continued to review documents and copyright registrations to prepare for depositions. Conferred with K. Anderson and T. Max regarding same. Drafted email to N. Benforado regarding missing pages from document production. Emails with G. Mitchell regarding blow back of documents for creating exhibits. Calls with K. Anderson regarding UMG production and need for call with UMG counsel. Reviewed UMG documents.	3000	4.50 hrs.
04/11/14	Telephone call with N. Benfarado regarding letter to K. Talcott regarding lack of standing; discussion and review regarding draft letter; discussion with T. Monahan and K. Anderson regarding same and strategy; discussion with T. Monahan regarding deposition preparation.	0295	2.90 hrs.
04/11/14	Internal conference with Ted Max. Reviewed Universal production of Trouble Funk agreements. Reviewed and revised letter to Talcott. Teleconference with Nate Benforado, Ted Max and Tom Monahan. Reviewed additional UMPG document production. Reviewed revised letter to Talcott.	2618	3.60 hrs.
04/11/14	Call with UMG counsel regarding documents produced by UMG regarding chain of title. Drafted rule 11 letter to plaintiff's counsel. Conferred with T. Max and K. Anderson regarding same. Call with UMG counsel before finalizing and sending letter.	3000	3.20 hrs.

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 Page 7 of 13

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
04/14/14	Email and teleconference to A. Bart and N. Benforado with T. Monahan; review draft letter to K. Talcott; conference call with N. Benforado and T. Monahan and K. Anderson regarding draft letter and comments.	0295	2.90 hrs.
04/14/14	Reviewed correspondence and Trouble Funk documents. Internal conference with Ted Max and Tom Monahan. Reviewed and revised letter to Talcott.	2618	2.50 hrs.
04/14/14	Conferred with K. Anderson and T. Max regarding copyright registrations; reviewed and revised draft letter to K. Talcott regarding assignments and other issues; reviewed assignments copyright registrations and other documents.	3000	2.80 hrs.
04/15/14	Follow up emails to K. Talcott regarding discovery and deposition scheduling for Trouble Funk band members and TufAmerica.	0295	.90 hrs.
04/16/14	Teleconference and emails regarding draft letter to Judge Nathan requesting extension of discovery deadline and to raise issues regarding Plaintiff's lack of standing to bring action; review draft letters and language regarding same; follow up regarding deposition scheduling and contingencies.	0295	1.90 hrs.
04/16/14	Reviewed correspondence to Court and from Talcott. Internal conferences with Tom Monahan and Ted Max. Further review of letter to Court and Talcott responses. Memo to litigation team. Reviewed new draft letter and e-mails related thereto.	2618	2.60 hrs.
04/16/14	Drafted letter to Judge Nathan seeking additional time. Conferred with T. Max and K. Anderson regarding draft letter. Participated in conference call with UMG counsel regarding draft letter and revisions. Incorporated multiple revisions to draft letter from K. Anderson and T. Max. Conference call with K. Anderson regarding final revisions.	3000	5.20 hrs.

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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
 Kenneth B. Anderson

October 31, 2014  
 Invoice 223213332  
 Page 8 of 13

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
04/17/14	Teleconf. with N. Benfarado regarding documents produced; discussion with T. Monahan regarding discovery preparation; emails with N. Benforado and A. Bart re scheduling of depositions.	0295	1.10 hrs.
04/17/14	Internal conferences with Ted Max and Tom Monahan. Teleconference with Kelly Talcott, Andy Bart et al. Reviewed and revised letter to Court.	2618	2.20 hrs.
04/17/14	Participated in conference call with K. Anderson, T. Max and UMG counsel regarding draft letter and conference with Plaintiff's counsel. Participated in conference call with all parties, including Plaintiff's counsel. Reviewed, revised and proofed draft letter to court. Further telephone conferences with T. Max, K. Anderson and UMG counsel.	3000	3.30 hrs.
04/18/14	Follow up call with A. Bart and N. Benforado regarding discovery and preparation for conference before Judge Nathan on April 25, 2014; emails with K. talcott regarding discovery rescheduling; email to K. Anderson and T. Monahan regarding rescheduling of discovery.	0295	1.20 hrs.
04/18/14	Internal conference with Ted Max regarding fact research. Teleconference with Nate and Tom Monahan regarding fact research.	2618	.60 hrs.
04/18/14	Status call with K. Anderson and N. Benforado.	3000	.30 hrs.
04/21/14	Emails and follow-up with N. Benforado and K. Talcott regarding depositions; discussion regarding discovery and possible motion for summary judgment; discussion regarding strategy.	0295	1.90 hrs.
04/21/14	Call with N. Benforado regarding MP3s of vinyl recordings. Emails to K. Anderson and T. Max regarding same.	3000	.20 hrs.



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October 31, 2014  
 Invoice 223213332  
 Page 9 of 13

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
04/22/14	Emails and teleconference with K. Talcott regarding deposition scheduling of Trouble Funk, TufAmerica and Beastie Boy witnesses; emails and teleconf. with N. Benforado and A. Bart regarding same; follow up with A. Bart regarding discovery issues and discovery deadline.	0295	1.90 hrs.
04/22/14	Reviewed audio materials. Internal conference with Tom Monahan. Reviewed MP3s of Trouble Funk. Continued review of audio materials.	2618	2.70 hrs.
04/22/14	Reviewed emails attaching Let's Get Small MP3s; conferred with K. Anderson regarding same; call with K. Anderson regarding same; reviewed emails regarding deposition scheduling.	3000	.30 hrs.
04/23/14	Emails and teleconferences with N. Benforado and K. Talcott regarding discovery deadlines and deposition scheduling; conference call with N. Benforado, K. Anderson, T. Monahan and A. Bart re further documents located by UMG and Capitol regarding Trouble Funk and Island; discussion with defense counsel regarding strategy and possible resetting of discovery deadlines; discussion regarding scheduling of Trouble Funk band members in Washington D.C.	0295	1.80 hrs.
04/23/14	Internal conference with Ted Max regarding Say What recordings. Prepared for and teleconference with Nate Benforado, Ted Max and Tom Monahan. Reviewed Lets Get Small audio. Reviewed Benforado and Talcott correspondence.	2618	2.30 hrs.
04/23/14	Conferred with T. Max and K. Anderson in advance of call with co-defense counsel. Participated in call with T. Max, K. Anderson and co-defense counsel.	3000	.70 hrs.
04/23/14	Printed and reviewed Order granting Letter Motion for Extension of Time to Complete Discovery "So Ordered" by Judge Alison J. Nathan for compliance and calendar deadline	6472	.20 hrs.

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October 31, 2014  
 Invoice 223213332  
 Page 10 of 13

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
04/24/14	Work on and revise draft letter to Judge Nathan regarding request for extension of discovery deadlines and permission to file motion for summary judgment regarding standing; telephone conference and emails with A. Bart and N. Benforado; email to K. Anderson and T. Monahan regarding correspondence to Judge Nathan; email to K. Talcott regarding deposition scheduling to A. Bart regarding discovery, settlement agreements and D. Friedman of Grubman Indursky.	0295	1.90 hrs.
04/24/14	Meeting with Ted Max and Tom Monahan regarding joint letter to court. Reviewed and replied to Andy Bart's correspondence. Teleconference with Andy Bart. Internal conference with Ted Max. Prepared for and teleconference with Paul Geluso. Reviewed audio materials and TufAmerica correspondence.	2618	3.50 hrs.
04/24/14	Conferred with K. Anderson and T. Max regarding joint letter to the Court and conference. Drafted additional language for inclusion in joint letter.	3000	.60 hrs.
04/25/14	Travel to U.S. Dist. Court for the Southern District of New York for conference on TufAmerica; discussion with A. Bart, K. Anderson and N. Benfarado.	0295	1.90 hrs.
04/25/14	Attended pre-trial conference at SDNY. Internal conference with Ted Max and Tom Monahan.	2618	2.20 hrs.
04/28/14	Emails with K. Talcott regarding deposition scheduling; dinner with K. Anderson regarding same.	0295	1.30 hrs.
04/28/14	Reviewed deposition schedule memo. Internal conference with Ted Max. Corresponded with clients.	2618	.30 hrs.
04/28/14	Conferred with T. Max regarding documents and deposition preparation. Reviewed documents to prepare for depositions.	3000	2.20 hrs.



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October 31, 2014  
 Invoice 223213332  
 Page 11 of 13

#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
04/29/14	Prepare for deposition of Trouble Funk band members (Avery and Fisher); telephone conference with K. Anderson and meeting with T. Monahan.	0295	1.30 hrs.
04/29/14	Teleconference with Ted Max. Prepared deposition questions.	2618	2.30 hrs.
04/29/14	Reviewed additional documents to prepare for depositions. Created complete set of potential deposition exhibits. Reviewed set of potential deposition exhibits as ordered chronologically. Conferred with T. Max regarding depositions and strategy. Reviewed outlines and emails exchanged by T. Max and K. Anderson.	3000	1.80 hrs.
04/29/14	Reviewed documents and organized and assembled in chronological order per T. Monahan's request; created labeled folders for each documents.	6358	1.50 hrs.
04/30/14	Prepare for deposition of James Avery; attend J. Avery deposition and teleconf. with K. Anderson re status and Avery testimony; resume deposition of J. Avery and question J. Avery re Beastie Boys and knowledge of alleged infringements; teleconference with K. Anderson re Avery deposition and deposition strategy.	0295	10.10 hrs.
04/30/14	Internal conference with Ted Max regarding deposition update. Internal conference with Ted Max regarding Avery deposition and preparation for next deposition.	2618	.80 hrs.



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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
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 Page 12 of 13

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg. Rate/Hr</u>	<u>Dollars</u>
0311	Edwin Komen	4.60	\$ 675.00	\$ 3,105.00
0295	Theodore C. Max	44.40	\$ 675.00	\$ 29,970.00
2700	Kevin R. Puvalowski	.30	\$ 720.00	\$ 216.00
2618	Kenneth B. Anderson	41.90	\$ 675.00	\$ 28,282.50
3000	Thomas Monahan	41.30	\$ 460.00	\$ 18,998.00
6358	Lisa S. Rodriguez	1.50	\$ 255.00	\$ 382.50
6472	Brian Simpson	.20	\$ 195.00	\$ 39.00
1449	Giles Mitchell	.50	\$ 205.00	\$ 102.50

**Total Fees for Professional Services**

**\$ 81,095.50**

**Sheppard Mullin**

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Kenneth B. Anderson

October 31, 2014  
Invoice 223213332  
Page 13 of 13

## ACCOUNTS RECEIVABLE SUMMARY

**SheppardMullin**

Sheppard Mullin Richter & Hampton LLP  
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Los Angeles, CA 90071-1422  
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213.620.1398 main fax

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William L. Harper, Esq.  
Gelfand, Rennert & Feldman, LLP  
1880 Century Park East, Suite 1600  
Los Angeles, CA 90067

SMRH Tax ID 95-1463164  
March 26, 2015  
Invoice 223259553

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH APRIL 30, 2014

Current Disbursements	\$ 2,347.16
Total Current Activity	<u>\$ 2,347.16</u>
Total Due for This Invoice	<u><u>\$ 2,347.16</u></u>

# Sheppard Mullin

Sheppard Mullin Richter & Hampton LLP  
333 South Hope Street, 43rd Floor  
Los Angeles, CA 90071-1422  
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*PLEASE NOTE THAT OUR WIRING INSTRUCTIONS HAVE CHANGED*

*ALL PAYMENTS SHOULD BE REMITTED TO THE WELLS FARGO ACCOUNT DETAILED BELOW*

### Wire (Teleremittance) Instructions

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Wells Fargo Bank, N.A.  
420 Montgomery St.  
San Francisco, CA 94104

ABA Routing Number 121000248

Swift Address: WFBIUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP  
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

**Sheppard Mullin**

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333 South Hope Street, 43rd Floor  
Los Angeles, CA 90071-1422  
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**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH APRIL 30, 2014

Current Disbursements	\$ 2,347.16
Total Current Activity	\$ 2,347.16
Total Due for This Invoice	<hr/> <hr/> \$ 2,347.16



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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
 Kenneth B. Anderson

March 26, 2015  
 Invoice 223259553  
 Page 2 of 3

**SUMMARY OF DISBURSEMENTS**

04/08/14	Copyright Office - Fee Payment	2,319.00
04/28/14	S. Wales - Amazon.com - Purchase of book - The Beastie Boys	23.86
	Paul's Boutique - 4/24/14	
04/25/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 04/01/14 - 04/30/14.	1.70
04/29/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 04/01/14 - 04/30/14.	2.60

**Total Disbursements**

**\$ 2,347.16**



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Los Angeles, CA 90067

SMRH Tax ID 95-1463164  
October 31, 2014  
Invoice 223213333

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2014

Current Fees	\$ 53,214.00
Total Current Activity	\$ 53,214.00
Total Due for This Invoice	<hr/> <hr/> \$ 53,214.00

Payment Terms: Balance due upon receipt of this statement.



Sheppard Mullin Richter & Hampton LLP  
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Los Angeles, CA 90071-1422  
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***PLEASE NOTE THAT OUR WIRING INSTRUCTIONS HAVE CHANGED***

***ALL PAYMENTS SHOULD BE REMITTED TO THE WELLS FARGO ACCOUNT DETAILED BELOW***

**Wire (Teleremittance) Instructions**

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Wells Fargo Bank, N.A.  
420 Montgomery St.  
San Francisco, CA 94104

ABA Routing Number 121000248

Swift Address: WFBIUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP  
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

Payment Terms: Balance due upon receipt of this statement.



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SMRH Tax ID 95-1463164  
October 31, 2014  
Invoice 223213333

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2014

Current Fees	\$ 53,214.00
Total Current Activity	<u>\$ 53,214.00</u>
Total Due for This Invoice	<u>\$ 53,214.00</u>

Payment Terms: Balance due upon receipt of this statement.



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 Kenneth B. Anderson

October 31, 2014  
 Invoice 223213333  
 Page 2 of 8

FOR PROFESSIONAL SERVICES THROUGH 05/31/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/01/14	Attend deposition of "Big Tony" Fisher; cross examine "Big Tony" Fisher; telephone conference with K. Anderson and T. Monahan regarding status; work on and prepare notes regarding TufAmerica deposition; review UMG documents; email to T. Monahan regarding deposition scheduling.	0295	6.80 hrs.
05/01/14	Reviewed documents to prepare for depositions of TufAmerica witnesses. Began drafting deposition outline for TufAmerica witnesses.	3000	3.70 hrs.
05/01/14	Printed and reviewed Scheduling Order re: Motions due by 5/19/2014. Responses due by 6/2/2014 Replies due by 6/9/2014. Fact Discovery due by 5/5/2014 signed by Judge Alison J. Nathan for compliance and calendared deadlines	6472	.30 hrs.
05/02/14	Correspondence regarding new deposition dates. Reviewed memo from Ted Max on Big Tony deposition.	2618	1.30 hrs.
05/02/14	Continued review of documents to prepared for deposition of TufAmerica witnesses. Completed initial draft of deposition outline for TufAmerica witnesses.	3000	3.10 hrs.
05/04/14	Work on and prepare outline regarding TufAmerica.; email to T. Monahan regarding same and regarding preparation.	0295	1.20 hrs.
05/05/14	Email to K. Talcott regarding deposition of Messrs. Scott and Fuchs; email regarding Rule 30(b)(b) topics and documents requests; discussion with T. Monahan regarding deposition of Scott; prepare outline regarding Fuchs.	0295	3.10 hrs.
05/05/14	Internal conference with Ted Max regarding TufAmerica regarding depositions. Internal conferences with Tom Monahan regarding preparation for TufAmerica deposition.	2618	1.00 hrs.

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October 31, 2014  
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 Page 3 of 8

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/05/14	Conferred with T. Max regarding depositions of TufAmerica deponenents. Drafted additional lines of questioning and incorporated questions into deposition outline. Research regarding A. Fuchs and W. Scott for use at deposition. Reviewed deposition exhibits and other documents to prepare additional questions and prepare for conducting deposition of W. Scott.	3000	5.00 hrs.
05/06/14	Attend deposition of William A. Scott ; individually and as a Rule 30(b)(6) witness on behalf of the TufAmerica Inc.; discussion with N. Benforado and T. Monahan regarding strategy and open legal issues; work on and prepare for deposition of A. Fuchs, individually and as a Rule 30(b)(6) witness on behalf of TufAmerica, Inc.	0295	6.20 hrs.
05/06/14	Internal conference with Ted Max. Reviewed deposition preparation notes. Reviewed file. Contacted UMPG regarding Sounds of Science. Internal conference with Ted Max and Tom Monahan.	2618	3.40 hrs.
05/06/14	Final preparation for W. Scott deposition. Conducted deposition of W. Scott.	3000	9.00 hrs.
05/07/14	Email and telephone conference with K. Talcott regarding deposition of A. Fuchs; telephone conference with N. Benforado regarding postponement of A. Fuchs deposition because of Mr. Fuchs illness; discussion regarding rescheduling and further production by TufAmerica, Inc.; review and organize outline regarding A. Fuchs; organize exhibits and discuss deposition strategy with T. Monahan regarding TufAmerica, Inc. 30(b)(6) deposition.	0295	2.10 hrs.
05/08/14	Follow up with N. Benfarado regarding deposition of TufAmerica, Inc. and scheduling and preparation; review TufAmerica, Inc. production; review Beasties Boys production regarding TufAmerica, Inc. production.	0295	1.40 hrs.

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October 31, 2014  
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**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/09/14	Work on and review outline for A. Fuchs; review documents produced by TufAmerica, Inc., including recent settlement agreement; discussion with T. Monahan regarding depositions of Beastie Boys.	0295	1.20 hrs.
05/12/14	Emails with N. Benforado and K. Talcott regarding A. Fuchs deposition; prepare for A. Fuchs deposition.	0295	1.90 hrs.
05/13/14	Emails and telephone conference with K. Talcott regarding A. Fuchs deposition individually and as Rule 30(b)(6) witness for TufAmerica; telephone conference with N. Benfarado regarding rescheduling; advise court reporter and videographer regarding same; work on and revise draft outline of questions.	0295	3.10 hrs.
05/14/14	Work on outline regarding TufAmerica, Inc., follow up with K. Talcott regarding deposition of TufAmerica, Inc.	0295	.90 hrs.
05/15/14	Emails and teleconf. with K. Talcott and N. Benforado regarding failure of A. Fuchs to appear; email to K. Talcott and N. Benforado re rescheduling of deposition; make arrangement for rescheduling; scission with N. Benforado regarding motion for summary judgment and scheduling; discussion re issues and whether sanctions will be sought as part of motion.	0295	2.10 hrs.
05/15/14	Prepared new deposition transcript database; prepared Avery and Fisher deposition transcripts for upload to review database.	1449	.50 hrs.
05/16/14	Follow-up with K. Talcott regarding deposition scheduling and regarding further production of documents.	0295	.70 hrs.
05/16/14	Reviewed Order: granting Letter Motion for Extension of Time to file summary judgment motion to June 9, 2014, with oppositions due by June 23, 2014, and replies due by June 30, 2014 signed by Judge Alison J. Nathan for compliance and calendared deadlines	6472	.30 hrs.

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October 31, 2014  
 Invoice 223213333  
 Page 5 of 8

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/19/14	Review notes from TufAmerica, inc. deposition; prepare for deposition of A. Fuchs; review and organize deposition exhibits; email and follow up with K. Talcott and N. Benforado re deposition of A. Fuchs.	0295	2.80 hrs.
05/20/14	Preparation for deposition of A. Fuchs; deposition of A. Fuchs; follow up with K. Anderson regarding deposition and testimony of A. Fuchs as 30(b)(6) witness for TufAmerica, Inc.	0295	7.20 hrs.
05/20/14	Drafted W. Scott errata letter. Conferred with T. Max regarding A. Fuchs deposition.	3000	.30 hrs.
05/21/14	Reviewed certified deposit materials as furnished by the Copyright Office.	0311	.40 hrs.
05/21/14	Discussion with K. Anderson regarding deposition timing and scheduling; follow up with N. Benforado regarding summary judgment motion and timing; discussion re sanctions portion; review of Star Mark Management v. Koon Chun Hing Soy & Sauce Factory.	0295	1.10 hrs.
05/22/14	Reviewed Certified Documents secured from the Copyright Office.	0311	.40 hrs.
05/22/14	Follow up with K. Anderson regarding deposition scheduling and need for license; discussion regarding summary judgment strategy and relationship with UMG.	0295	1.10 hrs.
05/27/14	Reviewed Copyright Office search materials "Straight Up Funk Go Go Style" (SR: 34-094); "Let's Get Small" (SR: 45-535); "Straight Up Funk Go Go Style" (SR: 58-345); "Let's Get Small and Drop the Bomb" (as performed by Trouble Funk) (SR: 72-535); and "Go Go Crankin'" (SR: 74-246) (cancelled copyright registration) and commented on all of same to Tom Monohan.	0311	1.70 hrs.



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October 31, 2014  
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 Page 6 of 8

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
05/27/14	Read and review Davis v. Blige, review legal and law review commentary regarding same; email to N. Benforado and A. Bart regarding status of motion for summary judgment regarding standing of TufAmerica, Inc.; review TufAmerica, Inc. documentation of exclusive transfer from Beastie Boys band members in 1999 and 2012.	0295	2.10 hrs.
05/28/14	Reviewed copyright registration cancellation issue and copyright deposit copy questions with Ted Max.	0311	.60 hrs.
05/28/14	Review notes for TufAmerica, Inc. Rule 30(b)(6) deposition; review contracts between TufAmerica, Inc. and Trouble Funk; review copyrights at issue.	0295	1.40 hrs.
05/29/14	Review TufAmerica, Inc. contracts with Trouble Funk members; review discovery and depositions regarding summary judgment motion; email to N. Benfarado and A. Bart regarding summary judgment motion; discussion with T. Baker regarding same.	0295	2.90 hrs.
05/29/14	Prepared deposition transcript files for upload to review database.	1449	.30 hrs.
05/30/14	Reviewed issues relating to non-exclusive versus exclusive licenses running from individual Trouble Funk members to TufAmerica and the possibility of the Beastie Boys securing a non-exclusive going forward license.	0311	2.00 hrs.
05/30/14	Email to N. Benfarado re motion for summary judgment; review cases citing Davis v. Blige; review deposition exhibits.	0295	1.80 hrs.
05/30/14	Performed case research on application of Davis v. Blige for T. Max.	2662	.90 hrs.
05/31/14	Read cases regarding non-exclusive and exclusive licenses and right to bring action, including Davis v. Blige and Eden Toys, Inc. v. Florelee Undergarment Co., Inc.	0295	1.50 hrs.



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October 31, 2014  
 Invoice 223213333  
 Page 7 of 8

### SUMMARY OF TIMEKEEPER FEES

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0311	Edwin Komen	5.10	\$ 675.00	\$ 3,442.50
0295	Theodore C. Max	52.60	\$ 675.00	\$ 35,505.00
2618	Kenneth B. Anderson	5.70	\$ 675.00	\$ 3,847.50
3000	Thomas Monahan	21.10	\$ 460.00	\$ 9,706.00
2662	Tyler E. Baker	.90	\$ 480.00	\$ 432.00
6472	Brian Simpson	.60	\$ 195.00	\$ 117.00
1449	Giles Mitchell	.80	\$ 205.00	\$ 164.00

**Total Fees for Professional Services**

**\$ 53,214.00**

**Sheppard Mullin**

Sheppard Mullin Richter & Hampton LLP  
 333 South Hope Street 43rd Floor  
 Los Angeles, CA 90071-1422  
 213-620-1780 main  
 213-620-1398 main fax

21ZW-193602 Beastie Boys - TufAmerica, Inc.  
 Kenneth B. Anderson

October 31, 2014  
 Invoice 223213333  
 Page 8 of 8

**ACCOUNTS RECEIVABLE SUMMARY**

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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Total Outstanding Fees and Disbursements

Interest on Outstanding A/R

Fees and Disbursements Due for this Invoice

**Total Due For This Matter**

**REDACTED**

**Sheppard Mullin**

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Los Angeles, CA 90071-1422  
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William L. Harper, Esq.  
Gelfand, Rennert & Feldman, LLP  
1880 Century Park East, Suite 1600  
Los Angeles, CA 90067

SMRH Tax ID 95-1463164  
March 26, 2015  
Invoice 223259554

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH MAY 31, 2014

Current Disbursements	\$ 7,251.60
Total Current Activity	<u>\$ 7,251.60</u>
Total Due for This Invoice	<u><u>\$ 7,251.60</u></u>



Sheppard Mullin Richter & Hampton LLP  
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*PLEASE NOTE THAT OUR WIRING INSTRUCTIONS HAVE CHANGED*

*ALL PAYMENTS SHOULD BE REMITTED TO THE WELLS FARGO ACCOUNT DETAILED BELOW*

**Wire (Teleremittance) Instructions**

Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Wells Fargo Bank, N.A.  
420 Montgomery St.  
San Francisco, CA 94104

ABA Routing Number 121000248

Swift Address: WFBUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP  
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

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Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

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Current Disbursements	\$ 7,251.60
Total Current Activity	<hr/> \$ 7,251.60
Total Due for This Invoice	<hr/> \$ 7,251.60



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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
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March 26, 2015  
 Invoice 223259554  
 Page 2 of 3

**SUMMARY OF DISBURSEMENTS**

05/01/14	T. Monahan - Taxi - Work Late - 4/11/14	9.00
05/01/14	T. Monahan - Taxi - Work Late - 4/17/14	13.00
05/02/14	T. Max - Amtrak R/T to Washington, D.C. - 4/29/14	490.00
05/02/14	T. Max - Taxi to Amtrak - 4/30/14	13.50
05/02/14	T. Max - Taxi from Train Station to Jenner & Block - 5/1/14	8.50
05/02/14	T. Max - Taxi from Jenner & Block to Hotel - 4/30/14	12.00
05/02/14	T. Max - Taxi from Office to Home - 4/29/14	15.00
05/02/14	T. Max - Lunch - 5/1/14	12.32
05/02/14	T. Max - Taxi from Amtrak to Home - 5/1/14	14.00
05/02/14	T. Max - DonovanHouse - Lodging - 5/1/14	388.03
05/08/14	Veritext New York Reporting Co. - 04/30/14 - Certified Transcript, Exhibits, CD Depo Litigation Package, Exhibits Scanned -- James Avery	1,115.45
05/08/14	Veritext New York Reporting Co. - 05/01/14 - Certified Transcript, Exhibits, CD Depo Litigation Package, Exhibits Scanned -- Tony Fisher	1,188.20
05/19/14	Veritext New York Reporting Co. - 05/06/14 Original with 1 Certified Transcript, CD Depo Litigation Package, Attendance Fee - - Will Scott	1,266.00
05/23/14	T Monahan-5/5/14 Taxi for Working Late	9.00
05/28/14	Veritext New York Reporting Co. - 05/20/14 Original with 1 Certified Transcript, Exhibits, CD Depo Litigation Package, Exhibits Scanned, Attendance Fee -- Aaron Fuchs	1,474.40
05/05/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 05/01/14 - 05/31/14.	1.60
05/30/14	Westlaw research by Baker, Tyler, on 5/30/2014. Duplication	822.60
		399.00

**Total Disbursements**

**\$ 7,251.60**



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SMRH Tax ID 95-1463164  
October 31, 2014  
Invoice 223213334

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH JUNE 30, 2014

Current Fees	\$ 53,228.00
Total Current Activity	<u>\$ 53,228.00</u>
Total Due for This Invoice	<u>\$ 53,228.00</u>

Payment Terms: Balance due upon receipt of this statement.



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Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

## INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH JUNE 30, 2014

Current Fees	\$ 53,228.00
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Total Due for This Invoice	<u><u>\$ 53,228.00</u></u>

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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
 Kenneth B. Anderson

October 31, 2014  
 Invoice 223213334  
 Page 2 of 9

FOR PROFESSIONAL SERVICES THROUGH 06/30/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
06/01/14	Reviewed memos on standing based on transfers that are either exclusive or non-exclusive licenses.	0311	.30 hrs.
06/01/14	Prepare email to K. Anderson and T. Monahan regarding Davis v. Blige and _____ argument TufAmerica, Inc. does not have an exclusive license for Reed, Fisher and Avery and therefore has no right to bring an active under the Copyright Act; telephone call with K. Anderson regarding same; follow-up email to K. Anderson with case citations.	0295	1.80 hrs.
06/01/14	Internal conference with Tom Monahan. Reviewed Ted Max's correspondence. Reviewed Blige decision. Teleconferences with Tom Monahan. Corresponded with Ted Max. Teleconference with Ted Max.	2618	2.20 hrs.
06/01/14	Teleconferences with Alasdair McMullin.	2618	.50 hrs.
06/02/14	Reviewed Master Administration Agreement and related agreement granting rights to TufAmerica and discussed same with Ted Max.	0311	1.00 hrs.
06/02/14	Email and telephone conference with N. Benforado regarding motion for summary judgement; email to N. Benforado regarding legal basis of claims; telephone conference with K. Anderson regarding status and regarding draft summary judgment memorandum prepared by counsel for UMG/Capital Records.	0295	5.60 hrs.
06/03/14	Conferred by telephone with Valerie Alter, litigation associate, on the standing issue presented in the TufAmerica case.	0311	.30 hrs.



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October 31, 2014  
 Invoice 223213334  
 Page 3 of 9

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
06/03/14	Emails regarding draft UMG Memorandum of Law; email and telephone conference with N. Benforado regarding Rule 56.1 Statement and briefing; work on and prepare draft memorandum of law; discussion with V. Alter regarding project draft declaration and Notice of Motion; follow-up with K. Anderson regarding same.	0295	3.90 hrs.
06/03/14	Internal conference with Ted Max regarding TufAmerica brief. Correspondence to Kent Raygor. Internal conference with Kent Raygor. Internal conference with Ted Max. Telephone call to Alasdair McMullin regarding Valerie Alter. Teleconference with Brad Cohen.	2618	2.00 hrs.
06/03/14	Reviewed UMG's motion for summary judgment and drafted section for Beastie Boys' summary judgment addressing standing issue re sound recordings. Reviewed Fisher/Reed and Avery contracts with Plaintiff for purposes of analyzing standing argument re musical compositions. Conferred re same with T. Max, K. Anderson, and E. Komen.	2381	3.90 hrs.
06/04/14	Emails with V. Alter regarding draft UMG-Capital Music Memorandum of Law in Support of Motion for Summary Judgment; review and revise draft memorandum of law; emails to K. Anderson regarding same.	0295	4.80 hrs.
06/04/14	Research re whether Avery could retroactively ratify the 1999 agreement between TufAmerica and Fisher/Reed. Reviewed and revised draft legal section of motion for summary judgment. Conferred re same with T. Max.	2381	5.20 hrs.
06/04/14	Prepared Fuchs deposition transcript for upload to transcript review database.	1449	.30 hrs.
06/05/14	Emails and telephone conference with N. Benforado regarding draft Memorandum of Law and Legal points; draft preliminary statement; follow-up regarding facts and depositions; email to V. Alter regarding revisions; teleconference regarding same.	0295	4.30 hrs.



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October 31, 2014  
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 Page 4 of 9

#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
06/05/14	Reviewed draft summary judgment brief. Internal conference with Ted Max.	2618	3.80 hrs.
06/05/14	Drafted preliminary statement to provide roadmap of arguments in motion for summary judgment P&As. Reviewed Avery deposition transcript for purposes of collecting evidence in support of same. Began reviewing Fisher deposition transcript.	2381	5.30 hrs.
06/05/14	Prepared Avery deposition videos for upload to deposition review database.	1449	.40 hrs.
06/06/14	Review UMG draft Memorandum of Law; work on and revise draft memorandum of Law; review preliminary statement and draft facts; discussion re Max Declaration and Notice of Motion; teleconf. with N. Benforado re Rule 56.1 Statement and possible Joint Statement.	0295	3.80 hrs.
06/06/14	Teleconference with Alasdair McMullin regarding TufAmerica. Reviewed and revised TufAmerica brief.	2618	.80 hrs.
06/06/14	Revised motion for summary judgment points and authorities. Drafted notice of motion and declaration in support of same. Reviewed Fisher deposition transcript in support of same.	2381	3.60 hrs.
06/06/14	Assisted attorney in identifying and gathering excepts from depositions and creating pdfs.	6274	.30 hrs.
06/06/14	Assisted case with team with annotations within transcript review database.	1449	.50 hrs.
06/07/14	Reviewed and revised TufAmerica brief. Teleconference with Tom Monahan.	2618	5.50 hrs.
06/07/14	Reviewed and revised draft summary judgment brief. Calls with K. Anderson regarding same.	3000	2.80 hrs.



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 Kenneth B. Anderson

October 31, 2014  
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 Page 5 of 9

#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
06/08/14	Work on and review draft 65.1 Statement; review revisions by K. Anderson regarding Beastie Boys draft and send email regarding questions raised by K. Anderson; make corrections and revisions to draft; revise draft memorandum of law; review draft Notice of Motion; review draft Supplemental 56.1 statement; emails to N. Benforado; emails and teleconference to K. Anderson; email to A. Bart regarding draft.	0295	3.80 hrs.
06/08/14	Reviewed correspondence from Tom Monahan. Multiple correspondence with TufAmerica team regarding Memorandum and statement due Monday. Reviewed draft of Memo. Additional review and revision of summary judgment papers.	2618	2.10 hrs.
06/08/14	Revised memo of P&As in support of motion for summary judgment. Drafted supplemental Rule 56.1 statement. Call with T. Max re same.	2381	2.50 hrs.
06/09/14	Email and telephone conference with N. Benforado regarding 56.1 Statement and status; email and telephone conference with V. Allen regarding memorandum of law; table of contents and table of authorities; review Max Declaration, Supplemental Rule 56.1 Statement; review Memorandum of Law; review Notice of Motion; review Max Declaration; rule UMG Rule 56.1 and Memorandum of Law.	0295	5.80 hrs.
06/09/14	Additional review and correspondence regarding Motion for Summary Judgment.	2618	.30 hrs.
06/09/14	Revised memorandum of points and authorities in support of motion for summary judgment; revised supplemental rule 56.1 statement. Conferred re same with T. Max.	2381	1.00 hrs.
06/09/14	Calls with K. Anderson regarding summary judgment filing. Reviewed and provided comments and revisions for summary judgment filings circulated by T. Max. Conferred with T. Max regarding same.	3000	1.30 hrs.



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October 31, 2014  
 Invoice 223213334  
 Page 6 of 9

#### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
06/09/14	Reviewed notice of motion for summary judgment; brief; T. Max declaration with exhibits and supplemental rule 56.1; conformed pleadings to pdf/a in compliance with USDC-SDNY efiling rules; efiled pleadings per T. Max's request; forwarded ECF stamped electronic copies to T. Max.	6358	1.00 hrs.
06/10/14	Follow up with K. Talcott re Word Document for Supplemental Rule 56.1 Statement; prepare letter to Judge Nathan re correction re ECF filings.	0295	.90 hrs.
06/10/14	Internal conference with Tom Monahan. Corresponded with Adam and Mike regarding deposition availability.	2618	.40 hrs.
06/10/14	Discussed how to modify docket sheet with the ECF clerk at the US Southern District of New York, Confer with T. Max regarding refiling notice of motion for summary judgment, memorandum of law in support of motion for summary judgment, certificate of service and omitting the previous documents filed yesterday from the docket; Scanned, converted documents into PDF-A Compliance, and eFiled Defendant's Notice of Motion for Summary Judgment and Memorandum of Law in Support with the Clerk's Office at the US Southern District of New York; Drafted letter to Judge Nathan requesting the Court to remove documents off the docket, per T. Max	6472	1.50 hrs.
06/11/14	Reviewed and commented on how the standing holding of the Second Circuit in the Hathi Trust book scanning case is helpful since it holds that standing requires more than authorization to bring suit on behalf of a copyright owner.	0311	.30 hrs.
06/16/14	Prepared video and exhibit synch files for upload to transcript review database for Fischer transcript.	1449	.80 hrs.



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October 31, 2014  
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 Page 7 of 9

### FEE DETAIL

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
06/17/14	Email and discussion with K. Anderson and T. Monahan re request for extension from K. Talcott; email and call to N. Benforado re coordination of response to request for extension; discussion with K. Anderson re A. Bart correspondence with K. Talcott; teleconference with K. Talcott re request for extension; email to K. Anderson, T. Monahan and B. Simpson re adjustment of briefing schedule for Defendants' Motion for Summary Judgment.	0295	1.10 hrs.
06/17/14	Obtain order granting extension of time to file summary judgment motions from Pacer, per T. Max; Discuss edits and resending letter to Judge Nathan re: documents being deleted from the docket sheet with T. Max;; Scanned, converted document into PDF-A compliance and eFiled letter to Judge requesting that the Court to delete the erroneously-marked documents from the docket that was inadvertently filed on June 5, 2014 with the clerk's office, U.S. Southern District of New York	6472	1.00 hrs.
06/18/14	Follow up with K. Anderson regarding timing of expert discovery and Judge A. Nathan's order staying discovery of experts; email and follow up with K. Talcott regarding letter to Judge Nathan requesting additional time.	0295	.30 hrs.
06/19/14	Email to B. Simpson regarding new deadlines regarding Defendants' Motion for Summary Judgment; email to K. Anderson regarding same.	0295	.70 hrs.
06/23/14	Reviewed Order granting Letter Motion for Extension of Time to File Response/Reply re: Defendants' Summary Judgement signed by Judge Nathan and calendared deadlines.	6472	.30 hrs.



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October 31, 2014  
 Invoice 223213334  
 Page 8 of 9

#### SUMMARY OF TIMEKEEPER FEES

<u>Tkpr Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg. Rate/Hr</u>	<u>Dollars</u>
0311	Edwin Komen	1.90	\$ 675.00	\$ 1,282.50
0295	Theodore C. Max	36.80	\$ 675.00	\$ 24,840.00
2618	Kenneth B. Anderson	17.60	\$ 675.00	\$ 11,880.00
2381	Valerie E. Alter	21.50	\$ 560.00	\$ 12,040.00
3000	Thomas Monahan	4.10	\$ 460.00	\$ 1,886.00
6358	Lisa S. Rodriguez	1.00	\$ 255.00	\$ 255.00
6274	Rick O. Thomas	.30	\$ 295.00	\$ 88.50
6472	Brian Simpson	2.80	\$ 195.00	\$ 546.00
1449	Giles Mitchell	2.00	\$ 205.00	\$ 410.00

Total Fees for Professional Services

**\$ 53,228.00**



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**ACCOUNTS RECEIVABLE SUMMARY**

Invoice Date	Invoice Number	Invoice Amount	Fees	Disbs	Payments & Credits	Total
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Total Outstanding Fees and Disbursements

Interest on Outstanding A/R

Fees and Disbursements Due for this Invoice

**Total Due For This Matter**

**REDACTED**

**Sheppard Mullin**

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March 26, 2015  
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Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH JUNE 30, 2014

Current Disbursements	\$ 3,114.51
Total Current Activity	<u>\$ 3,114.51</u>
Total Due for This Invoice	<u>\$ 3,114.51</u>

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March 26, 2015  
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 Page 2 of 3

**SUMMARY OF DISBURSEMENTS**

06/01/14	SeamlessWeb - Sarge's Delicatess - Meals - Order ID 497645544 - 5/29/14	24.10
06/05/14	Veritext New York Reporting Co. - Video - Digitizing & Transcript Synchronization -- James Avery	711.97
06/12/14	Veritext New York Reporting Co. - 05/20/14 - Video -- Digitizing, Transcript Synchronization, Initial Fee, Additional Hours -- Aaron Fuchs	1,849.47
06/12/14	Veritext- job#1859584- 5/13/14 Video (minimum charge-cancelled) re Aaron Fuchs	308.47
06/12/14	Veritext- job#1859584- 5/13/14 Service (Minimum charge- Cancelled) re: Aaron Fuchs	156.85
06/11/14	Deluxe Delivery Systems, Inc. Invoice Number: 195321. Invoice Date: 06/15/2014. Order Number: 05690425. By: Ryan. To: 500 Pearl St, NY, NY.	34.50
06/07/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 06/01/14 - 06/30/14.	1.10
06/09/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 06/01/14 - 06/30/14.	2.50
06/18/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 06/01/14 - 06/30/14. Duplication	1.30 24.25

**Total Disbursements**

**\$ 3,114.51**

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Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH JULY 31, 2014

Current Fees	\$ 29,149.00
Current Disbursements	\$ 2,132.30
Total Current Activity	\$ 31,281.30
Total Due for This Invoice	<u>\$ 31,281.30</u>

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Wiring Instructions for Sheppard Mullin Richter & Hampton, LLP

For the **GENERAL ACCOUNT** funds should be wired to:

Wells Fargo Bank, N.A.  
420 Montgomery St.  
San Francisco, CA 94104

ABA Routing Number 121000248

Swift Address: WFBIUS6S

For the Benefit of Sheppard Mullin Richter & Hampton, LLP  
Account Number: 496-8375493

If available, please indicate client name, matter number or invoice in the payment detail field.

# SheppardMullin

Sheppard Mullin Richter & Hampton LLP  
333 South Hope Street, 43rd Floor  
Los Angeles, CA 90071-1422  
213.620.1780 main  
213.620.1398 main fax

William L. Harper, Esq.  
Gelfand, Rennert & Feldman, LLP  
1880 Century Park East, Suite 1600  
Los Angeles, CA 90067

SMRH Tax ID 95-1463164  
March 26, 2015  
Invoice 223259546

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

## INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH JULY 31, 2014

Current Fees	\$ 29,149.00
Current Disbursements	\$ 2,132.30
Total Current Activity	\$ 31,281.30
Total Due for This Invoice	<u>\$ 31,281.30</u>

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21ZW-193602 Beastie Boys - TufAmerica, Inc.  
 Kenneth B. Anderson

March 26, 2015  
 Invoice 223259546  
 Page 2 of 6

FOR PROFESSIONAL SERVICES THROUGH 07/31/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
07/02/14	Email to K. Anderson and T. Monahan regarding responding papers for plaintiff TufAmerica, Inc.	0295	.50 hrs.
07/03/14	Read and review Responding Papers from plaintiff TufAmerica, Inc.; email to K. Anderson and T. Monahan regarding meeting.	0295	1.80 hrs.
07/03/14	Reviewed TufAmerica's opposition brief.	2618	1.00 hrs.
07/07/14	Follow up with K. Anderson and T. Monahan regarding TufAmerica, Inc. response to Motion for Summary Judgment; follow up with N. Benforado regarding TufAmerica response and briefing re reply; review 56.1 Statement prepared by TufAmerica, Inc. in opposition and review objections to Joint Rule 56.1 Statement filr by Defendants.	0295	1.60 hrs.
07/07/14	Internal conference with Tom Monahan. Reviewed TufAmerica's brief. Internal conference with Ted Max.	2618	4.50 hrs.
07/07/14	Conferred with K. Anderson regarding opposition to summary judgment motion and drafting reply regarding same.	3000	.30 hrs.
07/08/14	Reviewed Trouble Fund exhibits.	2618	1.40 hrs.
07/10/14	Meeting with Ted Max and Tom Monahan.	2618	.10 hrs.
07/10/14	Meeting with T. Max and K. Anderson regaridng reply on summary judgment motion.	3000	.50 hrs.
07/14/14	Follow-up with T. Monahan regarding draft reply agreement; telephone conference with N. Benforado regarding same.	0295	.80 hrs.
07/14/14	Internal conference with Tom Monahan regarding briefing schedule.	2618	.20 hrs.



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March 26, 2015  
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 Page 3 of 6

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
07/14/14	Reviewed Plaintiff's opposition to summary judgment and cases cited therein for use in drafting reply memorandum.	3000	1.80 hrs.
07/15/14	Emails and follow-up with N. Benforado regarding draft reply memorandum; email and discussion with K. Anderson and T. Monahan regarding draft reply memorandum.	0295	1.30 hrs.
07/15/14	Internal conference with Tom Monahan. Reviewed Universal's draft Reply Memorandum. Internal conferences with Tom Monahan and Ted Max.	2618	3.00 hrs.
07/15/14	Began drafting reply memorandum in further support of summary judgment motion. Conducted legal research in connection with same.	3000	3.60 hrs.
07/16/14	Email to K. Anderson and T. Monahan regarding revised draft reply memorandum; email comments to A. Bart and N. Benfarado; review and revise draft reply memorandum; work on and draft preliminary statement.	0295	3.90 hrs.
07/16/14	Internal conference with Ted Max. Reviewed 56.1 response. Worked on TufAmerica brief.	2618	1.90 hrs.
07/16/14	Reviewed agreements and other exhibits and relevant documents in connection with drafting summary judgment reply. Completed initial draft to summary judgment reply and submitted to K. Anderson and T. Max for review.	3000	6.20 hrs.
07/17/14	Work on and revise draft Reply Memorandum of Law; email and teleconf. with N. Benforado; discussion with K. Anderson and T. Monahan regarding draft and filing; review draft Reply Memorandum of co-defendant UMG; email to N. Benforado re combined comments.	0295	3.60 hrs.
07/17/14	Further comment to draft brief. Reviewed and revised Universal brief. Reviewed Beastie Boys Reply Brief.	2618	1.90 hrs.

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 Page 4 of 6

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
07/17/14	Revised initial draft of reply in further support of motion for summary judgment per comments from T. Max and K. Anderson. Conducted additional legal research and reviewed documents and agreements in connection with same.	3000	4.70 hrs.
07/18/14	Review and follow up with Beastie Boys Reply Memorandum of Law; follow up with N. Benforado re filing; discussion with T. Monahan and B. Simpson re filing.	0295	1.10 hrs.
07/18/14	Revised draft reply in further support of motion for summary judgment based upon comments from T. Max. Revived and finalized reply brief. Final review of Universal's reply papers before filing. Finalized and filed reply brief. Coordinated transmittal of courtesy copies to judge with Universal counsel.	3000	4.30 hrs.

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
0295	Theodore C. Max	14.60	\$ 675.00	\$ 9,855.00
2618	Kenneth B. Anderson	14.00	\$ 675.00	\$ 9,450.00
3000	Thomas Monahan	21.40	\$ 460.00	\$ 9,844.00

**Total Fees for Professional Services**

**\$ 29,149.00**

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Page 5 of 6

**SUMMARY OF DISBURSEMENTS**

07/31/14	Veritext - Video Deposition of Will Scott	1,910.85
07/07/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 07/01/14 - 07/31/14.	36.80
07/18/14	PACER (Public Access to Court Electronic Records). Customer Number: SM0175. Statement Date: 07/01/14 - 07/31/14.	4.70
07/16/14	Westlaw research by Monahan, Thomas, on 7/16/2014. Duplication	178.20 1.75

<b>Total Disbursements</b>	<b>\$ 2,132.30</b>
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SMRH Tax ID 95-1463164  
March 26, 2015  
Invoice 223259548

Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2014

Current Fees	\$ 337.50
Total Current Activity	\$ 337.50
Total Due for This Invoice	<hr/> \$ 337.50



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## INVOICE SUMMARY

FOR PROFESSIONAL SERVICES THROUGH SEPTEMBER 30, 2014

Current Fees	\$ 337.50
Total Current Activity	\$ 337.50
Total Due for This Invoice	<u>\$ 337.50</u>

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March 26, 2015  
 Invoice 223259548  
 Page 2 of 3

FOR PROFESSIONAL SERVICES THROUGH 09/30/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
09/26/14	Reviewed Petrella v. MGM regarding laches.	2618	.50 hrs.

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
2618	Kenneth B. Anderson	.50	\$ 675.00	\$ 337.50

**Total Fees for Professional Services**

**\$ 337.50**

**SheppardMullin**

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Our Matter No. 21ZW-193602  
Beastie Boys - TufAmerica, Inc.  
Billing Atty: Kenneth B. Anderson

**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH NOVEMBER 30, 2014

Current Fees	\$ 270.00
Total Current Activity	\$ 270.00
Total Due for This Invoice	<hr/> \$ 270.00



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**INVOICE SUMMARY**

FOR PROFESSIONAL SERVICES THROUGH NOVEMBER 30, 2014

Current Fees	\$ 270.00
Total Current Activity	\$ 270.00
Total Due for This Invoice	<u><u>\$ 270.00</u></u>

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 Page 2 of 3

FOR PROFESSIONAL SERVICES THROUGH 11/30/14

**FEE DETAIL**

<u>Date</u>	<u>Description of Services</u>	<u>Tkpr</u>	<u>Hours</u>
11/14/14	Reviewed report on Judge Kaplan's order relating to plaintiff's sample not being recognizable in defendant's recording. Teleconference with Ed Komen. Internal conference with Ted Max.	2618	.40 hrs.

**SUMMARY OF TIMEKEEPER FEES**

<u>Tkpr</u> <u>Code</u>	<u>Timekeeper Name</u>	<u>Hours</u>	<u>Avg.</u> <u>Rate/Hr</u>	<u>Dollars</u>
2618	Kenneth B. Anderson	.40	\$ 675.00	\$ 270.00

**Total Fees for Professional Services**

**\$ 270.00**